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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

NAREN SURI, Derivatively on Behalf of
C3.AI, INC.,

Plaintiff,

v.

THOMAS M. SIEBEL, PATRICIA A. HOUSE, CONDOLEEZZA RICE, RICHARD C. LEVIN, MICHAEL G. MCCAFFERY, S. SHANKAR SASTRY, BRUCE SEWELL, LISA A. DAVIS, JIM H. SNABE, AND STEPHEN M. WARD, JR.,

end

Defendants.

C3.AI, INC.

Nominal Defendant.

Case No. 4:22-cv-3031-HSG

STIPULATION AND ORDER AS MODIFIED CONSOLIDATING RELATED SHAREHOLDER DERIVATIVE ACTIONS AND APPOINTING CO-LEAD COUNSEL

JUDGE: Hon. Haywood S. Gilliam
CTRM: 2 - 4th Floor

[Caption continued on following page]

1 GIUSEPPE RABASCA, Derivatively on
2 Behalf of Nominal Defendant C3.AI, INC.,

3 Plaintiff,

4 v.

5 THOMAS M. SIEBEL, PATRICIA A.
6 HOUSE, CONDOLEEZZA RICE,
7 RICHARD C. LEVIN, MICHAEL G.
8 MCCAFFERY, S. SHANKAR SASTRY,
9 BRUCE SEWELL, LISA A. DAVIS, JIM H.
10 SNABE, AND STEPHEN M. WARD, JR.,

11 Defendants,

12 and

13 C3.AI, INC.,

14 Nominal Defendant.

15 Case No. 4:23-cv-01566-HSG

16 BAONGOC T. VO, Derivatively on Behalf
17 of C3.AI, INC.,

18 Plaintiff,

19 vs.

20 THOMAS M. SIEBEL, PATRICIA A.
21 HOUSE, LISA A. DAVIS, RICHARD
22 LEVIN, MICHAEL G. MCCAFFERY,
23 CONDOLEEZZA RICE, S. SHANKAR
24 SASTRY, BRUCE SEWELL, JIM H.
25 SNABE, STEPHEN M. WARD JR.,
26 EDWARD Y. ABBO, DAVID BARTER,
27 HOUMAN BEHZADI, BRUCE
28 CLEVELAND, AND BRADY
MICKELSEN,

29 Defendants,

30 and,

31 C3.AI, INC.,

32 Nominal Defendant.

33 Civil Action No: 3:23-cv-03895-HSG

Plaintiffs Naren Suri and Giuseppe Rabasca (“Plaintiffs”), derivatively on behalf of C3.ai, Inc. (“C3” or the “Company”), and Defendants Thomas M. Siebel, Patricia A. House, Condoleezza Rice, Richard C. Levin, Michael G. McCaffery, S. Shankar Sastry, Bruce Sewell, Lisa A. Davis, Jim H. Snabe, and Stephen M. Ward, Jr., (together with C3, “Defendants” and collectively with Plaintiffs, the “Parties”) jointly submit this stipulation (“Consolidation Stipulation”) to consolidate the above-captioned related derivative actions and appoint co-lead counsel for plaintiffs, and in support thereof state as follows:

8 WHEREAS, the shareholder derivative action *Suri v. Siebel, et al.*, Case No.: 4:22-cv-
9 03031-HSG (the “*Suri Action*”), was filed in this Court against Defendants on May 23, 2022, and
10 assigned to the Honorable Haywood S. Gilliam;

11 WHEREAS, a Stipulation and Order to Stay Derivative Action was entered in the *Suri*
12 Action on September 7, 2022 (Dkt. No. 20) (the “Stay Order”);

13 WHEREAS, the shareholder derivative action *Rabasca v. Siebel, et al.*, Case No.: 4:23-cv-
14 01566 (“Rabasca Action”) was filed in this Court against Defendants on April 23, 2023, and
15 assigned to the Honorable Alex G. Tse;

WHEREAS, on May 9, 2023, the Court issued an Order reassigning the *Rabasca* Action to the Honorable Haywood S. Gilliam;

18 WHEREAS, the shareholder derivative action *Vo v. Siebel, et al.*, Case No.: Case 3:23-cv-
19 03895-JSC (“*Vo* Action”) was filed in the District Court of Delaware against Defendants on April
20 19, 2023;

WHEREAS, on August 3, 2023, the *Vo* Action was transferred to this Court and assigned to the Honorable Jacqueline Scott Corley;

23 WHEREAS, on September 26, 2023, the Court issued an Order reassigning the *Vo* Action
24 to the Honorable Haywood S. Gilliam;

WHEREAS, the *Suri* Action, *Rabasca* Action and *Vo* Action are herein referred to as the “Related Derivative Actions”.

1 WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law
 2 or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2)
 3 consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

4 WHEREAS, the Related Derivative Actions challenge substantially the same alleged
 5 conduct by the same Company directors and executive officers, and involve substantially the same
 6 questions of law and fact;

7 WHEREAS, the Parties respectfully submit that consolidation of the Related Derivative
 8 Actions is appropriate, and that they should be consolidated for all purposes, including pre-trial
 9 proceedings and any trial, to avoid potential duplication, and to prevent waste of the Court’s and
 10 the Parties’ resources;

11 WHEREAS, in order to realize the efficiencies made possible by consolidation of the
 12 Related Derivative Actions, Plaintiffs agree that the law firms Gainey, McKenna & Egleston and
 13 Rigrodsky Law, P.A., the respective resumes of which are attached hereto as Exhibits A and B,
 14 shall be designated as Co-Lead Counsel representing Plaintiffs in the consolidated action;

15 WHEREAS, Defendants take no position on the appointment of Co-Lead Counsel;

16 WHEREFORE, pursuant to Civil L.R. 7-12, the Parties, through their undersigned counsel,
 17 hereby agree, stipulate, and respectfully request that the Court enter an order as follows:

18 1. Defendants accept service of the complaints in the Related Derivative Actions to
 19 the extent that service has not yet been perfected on any Defendant.

20 2. The following actions are hereby consolidated for all purposes, including pre-trial
 21 proceedings, trial, and appeal, under Case No: 4:22-cv-03031-HSG (hereinafter, the “Consolidated
 22 Action”):

23 Case Name	23 Case Number	23 Date Filed
24 <i>Suri v. Siebel, et al.</i>	4:22-cv-03031-HSG	May 23, 2022
25 <i>Vo v. Siebel, et al.</i>	3:23-cv-3895-HSG	April 19, 2023
26 <i>Rabasca v. Siebel, et al.</i>	4:23-cv-01566-HSG	April 23, 2023

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE C3.AI, INC. DERIVATIVE
LITIGATION

| Lead Case No. 4:22-cv-03031-HSG

This Document Relates to:

ALL ACTIONS

4. All papers filed in connection with the Consolidated Action will be maintained in one file under Lead Case No. 4:22-cv-03031-HSG.

5. Co-Lead Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

GAINY McKENNA & EGLESTON

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RIGRODSKY LAW, P.A.

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6. Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial

1 proceedings will be initiated or filed by any Plaintiffs except through Co-Lead Counsel.

2 8. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or
3 other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding
4 on all Plaintiffs in the Consolidated Action.

5 9. This Order shall apply to each related shareholder derivative action involving the
6 same or substantially the same allegations, claims, and defendants, and arising out of the same, or
7 substantially the same, transactions or events as the Consolidated Action, that is subsequently filed
8 in, removed to, reassigned to, or transferred to this Court. When a shareholder derivative action
9 that properly belongs as part of *In re C3.ai, Inc. Derivative Litigation*, Lead Case No. 4:22-cv-
10 03031-HSG, is hereafter filed in this Court, removed to this Court, reassigned to this Court, or
11 transferred to this Court from another court, this Court requests the assistance of counsel in calling
12 to the attention of the Clerk of the Court the filing, removal, reassignment, or transfer of any case
13 that might properly be consolidated as part of *In re C3.ai, Inc. Derivative Litigation*, Lead Case
14 No. 4:22-cv-03031-HSG, and counsel to the Parties are to assist in assuring that counsel in
15 subsequent actions receive notice of this order. Unless otherwise ordered, the terms of all orders,
16 rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative
17 actions filed in this Court, removed to this Court, reassigned to this Court, or transferred to this
18 Court from another court.

19 10. All papers and documents previously filed and/or served in the Related Derivative
20 Actions shall be deemed a part of the record in the Consolidated Action, including the Stay Order
21 entered in the *Suri* Action on September 7, 2022.

22 11. The Consolidated Action shall, therefore, be stayed subject to the same terms and
23 conditions set forth in the Stay Order. The application of all of the provisions of the Stay Order to
24 the Consolidated Action is a precondition to Defendants' consent to the terms of this stipulation.

25 12. This Consolidation Stipulation is without waiver or prejudice to all claims,
26 defenses, arguments, motions, or any requests for other relief that would otherwise be available to
27

1 the Parties in the Related Derivative Actions.

2 **IT IS SO STIPULATED.**

3 DATED: December 1, 2023

MAGNANIMO DEAN LAW, APC

4 */s/ Lauren A. Dean*
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13 *Attorneys for Plaintiff Naren Suri*

14 DATED: December 1, 2023

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23 Timothy J. MacFall (*admitted pro hac vice*)
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27 *Attorneys for Plaintiff Giusseppe Rabasca*

1 DATED: December 1, 2023
2

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3 /s/ Harry Arthur Olivar, Jr.
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9 Michael B. Carlinsky (*pro hac vice forthcoming*)
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21 *Attorneys for Defendants*

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27 **ATTESTATION**

28 Pursuant to Civil Local Rule 5-1(h)(3), all signatories concur in filing this stipulation.

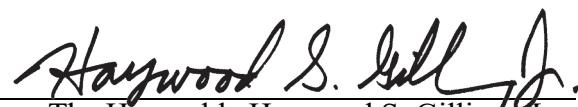
1 DATED: December 1, 2023

2 /s/ Lauren A. Dean
3 Lauren A. Dean

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8
9
10 **ORDER**

11 PURSUANT TO STIPULATION, IT IS SO ORDERED. The earlier-filed civil action,
12 Case No. 4:22-cv-3031-HSG, shall serve as the lead case. The clerk is directed to
13 administratively close the later-filed civil actions, Case Nos. 4:23-cv-1566-HSG and 4:23-cv-
14 3895-HSG.

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16
17 DATED: 12/21/2023

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28 
The Honorable Haywood S. Gilliam, Jr.
United States District Judge

STIPULATION AND ORDER AS MODIFIED CONSOLIDATING RELATED
SHAREHOLDER DERIVATIVE ACTIONS AND APPOINTING CO-LEAD COUNSEL
CASE NOS. 4:22-cv-3031-HSG, 4:23-cv-01566-HSG